

September 30, 2016

Ms. Bobbi Resek
P.O. Box 74
East Dover, VT 05341

Re: Independent Contractor Agreement

Dear Bobbi:

This letter explains your Independent Contracting Agreement (herein defined as "The Agreement" with the Hermitage Club at Haystack Mountain or any present or future parent, subsidiary or affiliate thereof (collectively, the "Company"). You and the Company agree to and in consideration of the mutual promises and covenants contained herein, and for other good and valuable consideration, as to the following:

1. Services.

- (a) Subject to the terms and conditions of this Agreement, the Company will engage you, as an Independent Contractor (the "Contractor") reporting only to the Vice President (the "Vice President ") of Sales. You will be responsible for:
- (b) Providing membership sales and membership services support at the Hermitage Club and such other locations as directed by the Vice President of Sales.
- (c) Attending/hosting meet and greets at the Hermitage Club and other such venues as determined by you and the Vice President of Sales.
- (d) You will also perform such other sales and membership services for the Company as may be assigned to you from time to time by the Vice President of Sales.

2. Term of Contracting Services.

Subject to the terms hereof, your service to the Company as an Independent Contractor hereunder will be a one-year term: September 18, 2016 ("The Commencement date") and will continue until September 17, 2017 (the "Initial Term"). The Commencement Date shall also be the effective date of this Agreement.

Notwithstanding the foregoing, your services hereunder will terminate upon the first to occur of the following:

By the Company:

- (a) By written notice to you effective the date of such notice, for cause;
- (b) At any time by written notice to you effective 30 days after the date of such notice

By you:

- (a) At any time by written notice to the Company effective 30 days after the date of such notice

3. Compensation and Benefits

- (a) **Base Salary.** While you are an Independent Contractor hereunder, the Company will pay you an annual base fee of \$50,000 in consideration of receiving the balance of commissions owed a copy of which is attached to this Agreement. You will be responsible for covering your own benefits.
- (b) **Membership Sales Commission.** A total of 5% of the net membership fee collected for each full membership sold where you were the lead sales associate. Such Membership Sales Commission will be paid on a twice monthly schedule. You are exclusively paid commissions by the Hermitage Club for Membership, DAR, and Club owned or contracted real estate marketed by the Club for chosen developers. The Club will communicate a list of Chosen Developers from time to time to you directly.
- (c) **Real Estate Sales Commission.** A Real Estate Sales Commission will be paid to you where you were the lead sales associate for sales of Hermitage Club property. The commission will be based upon The Hermitage Club Real Estate Commission Schedule as published by the Company from time to time. Real Estate sales commission will be paid fifty percent (50%) within 30 days of a fully executed Purchase and Sale agreement and receipt of the initial deposit. The remaining fifty percent (50%) will be paid within 5 days of the company receiving the remaining balance in full.
- (d) You are precluded from selling any other real estate for any non-club owned or contracted developers or third parties. Further, you agree you are exclusive to the Hermitage Club and agree it's a violation of this Agreement to receive referrals, kickbacks, gifts in kind etc. from anybody for real estate. In the unlikely event such a transaction was to occur, any amounts that might be due you under this Agreement would be subject to forfeiture and, at the option of the Company, you would be subject to immediate dismissal.
- (e) **Equity/Debt Referral Fee.** The fee for Equity Club referrals will be determined from time to time by the Company. For the period September 16, 2016 until otherwise modified by the Company you will be eligible to participate in a one percent (1%) commission pool on equity Club referrals as determined in the sole discretion of the President or Vice President of Sales of the Company. Equity/Debt referrals will be paid two times per year.

4. Confidential Information.

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You will at all times, both during the period while you are engaged under this Agreement and after the for any reason or for no reason, maintain in confidence and will not, without the prior written consent of the Company, use, except in the course of performance of your duties for the Company or by court order, disclose or give to others any proprietary or confidential information of the Company ("Confidential Information"), provided that Confidential Information will not include information that is (1) in the public domain other than through any fault or act by you, (2) known to you prior to its disclosure to you in the course of your employment hereunder, or (3) lawfully disclosed to you by a source other than the Company which source has a legal right to disclose such information.

If the foregoing accurately sets forth our agreement, please so indicate by signing and returning to us the enclosed copy of this letter.



James R. Barnes
Founder, President
The Hermitage Club

Date: 9/30/14



Bobbi Resek
Independent Contractor

Date:

THIS AGREEMENT SHALL NOT BE EFFECTIVE UNTIL BOTH BOBBI RESEK AND JAMES BARNES AFFIX THEIR RESPECTIVE SIGNATURES TO THIS SIGNATURE PAGE AND INITIAL EACH PAGE

Hermitage Club

Commission Calculation Worksheet

Payroll Date

n/a

Member Name(s)	Date Joined	Sales Rep
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Club - New Memberships

Sciaretta	Richard & Sarah	06/16/16 Bobbi
Sullivan	Tim & Kim	11/04/16 Bobbi
Scrudato	Paul & Cindy	11/08/16 Bobbi/Tom
Solomon	Joshua & Jennifer	01/21/17 Bobbi/Rees
Lofgren	Maggie & Preston	01/22/17 Bobbi
Kelly	Patrick & Erika	01/30/17 Bobbi/Rees
Marks	Steven & Allie	02/10/17 Bobbi
Frank	Jordan & Laura Levine	02/16/17 Bobbi

Club- Real Estate

Tejpaul	Brett	12/06/16 Bobbi
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Membership			Bobbi 5%		
Category	Price	\$\$ received	%	Amount	
LEM	7,500.00	\$ (7,500.00)	FLAT	\$	1,000.00
Auction Upgrade	60,500.00	(72,225.00)	5.0%	\$	3,025.00
Family Legacy	85,000.00	(31,227.50)	2.5%	\$	2,125.00
Auction Upgrade	76,500.00	(81,855.00)	2.5%	\$	1,912.50
Family Legacy	83,000.00	(10,165.00)	2.5%	\$	2,075.00
Auction Upgrade	77,000.00	(82,390.00)	2.5%	\$	1,925.00
Family Legacy	63,000.00	(89,550.00)	5.0%	\$	3,150.00
Auction Upgrade	56,300.00	(81,641.00)	5.0%	\$	2,815.00
<hr/>			<hr/>		
	\$ 68,000.00	\$ (79,725.00)		\$	18,027.50

	Deposit received	Commission Remaining	
		%	Amount
CLOSING		100.0%	\$ 10,000.00
	<u>\$ - \$ -</u>		<u>\$ 10,000.00</u>
	<u>\$ (79,725.00)</u>		<u>\$ 28,027.50</u>
	\$\$ Received		\$ 3,526.00
			\$ 2,011.00
			<u>\$ 33,564.50</u>

half pay on install

Subtotal

Equity Club 2015

Equity Club 2016

Total

Hermitage Club

Commission Calculation Worksheet

Payroll Date n/a

Member Name(s)	Date joined	Sales Rep	Membership		Bobbi %		
			Category	Price	\$ received	%	Amount
Club - New Memberships							
Horn	Matty & Ashley	01/24/16 Bobbi	Legacy Guest Upgrade	69,400.00	(16,050.00)	5.0%	\$ 3,470.00
Struk	Nick & Christa	02/15/16 Bobbi	Auction Upgrade	71,000.00	(16,602.50)	5.0%	\$ 3,550.00
Osborn	John & Lesley	02/15/16 Bobbi	Family Legacy	73,000.00	(20,062.50)	5.0%	\$ 3,650.00
Seidl	Torie & Chris	02/20/16 Jim/Bobbie	Family Legacy	73,000.00	(27,017.50)	2.5%	\$ 1,825.00
Ward	Katie & Kevin	02/29/16 Bobbi	Family Legacy	73,000.00	(20,062.50)	5.0%	\$ 3,650.00
Grayken	John	03/02/16 Bobbi	Family Legacy	68,000.00	(80,250.00)	5.0%	\$ 3,400.00
Hillard	Viramy & Brooke	04/27/16 Bobbi	Auction Upgrade	63,000.00	(75,970.00)	5.0%	\$ 3,150.00
Demmo	Nick & Tracy	10/11/16 Bobbi/Tom	Family Legacy	80,000.00	(90,950.00)	2.5%	\$ 2,000.00
				\$ 570,400.00	\$ (346,965.00)		\$ 24,695.00

Club- Real Estate				Deposit received		Commission Remaining	
						%	Amount
Warner	Sanny	11/28/15 Bobbi	GC6 #504	\$	975,000.00	\$	(305,533.33)
Beevers	Nicholas	02/01/16 Bobbi	10 Stags Leap	\$	2,100,000.00	\$	(2,100,000.00)
				\$	3,075,000.00	\$	(2,405,533.33)
							\$ 85,000.00

\$ 59,695.00
Paid 8/29/16 \$ (15,000.00)
\$ 44,695.00

TOTAL #REF!

Hermitage Club

Commission Calculation Worksheet

Payroll Date

4/29/2016

Member Name(s)		Date	Sales	Membership		Bobbi 5%			
		Joined	Rep	Category	Price	%	Amount		
Club - New Memberships									
Kimball	Walker & Nancy	02/08/16	Bobbi	Auction Upgrade	\$	63,000.00	5.0% \$	3,150.00	
Piccini	Jeremy	02/09/16	Bobbi/Dale	Single Legacy	\$	65,000.00	2.5% \$	1,625.00	
Erickson	Kris & Lauren	02/10/16	Bobbi	Auction Upgrade	\$	71,000.00	5.0% \$	3,550.00	
Rockman	John & Lara	02/12/16	Bobbi	Auction Upgrade	\$	69,250.00	5.0% \$	3,462.50	
					\$	268,250.00		\$	11,787.50

Hermitage Club

Commission Calculation Worksheet

Payroll Date

3/10/2016

Member Name(s)	Date Joined	Sales Rep	Membership		Bobbi 5%				
			Category	Price	%	Amount			
Club - New Memberships									
Warner	Sanny & Matt	12/11/15	Bobbi	Family Legacy	\$	65,000.00	5.0%	\$	3,250.00
Ramnes	Daniel & Kurt Slye	12/26/15	Bobbi	Family Legacy	\$	75,000.00	5.0%	\$	3,750.00
Lawrence	Chris & Lisa	12/31/15	Bobbi	Auction Upgrade	\$	71,000.00	5.0%	\$	3,550.00
Wolf	Jeffrey & Allison	01/01/16	Bobbi	Family Legacy	\$	75,000.00	5.0%	\$	3,750.00
Richetelli	Noelle	01/23/16	Bobbi	Legacy Guest Upgrade	\$	59,400.00	5.0%	\$	2,970.00
Fogel	Stefanie & Robert Warren	01/31/16	Bobbi	Family Legacy	\$	70,000.00	5.0%	\$	3,500.00
Yao	Kevin & Judy Chen	02/03/16	Bobbi	Auction Upgrade	\$	69,000.00	5.0%	\$	3,450.00
Egan	Michael & Wendy	02/04/16	Bobbi/Rod	Auction Upgrade	\$	63,749.00	2.5%	\$	1,593.73
					\$	548,149.00		\$	25,813.73

Hermitage Club
 Commission Calculation Worksheet
 Payroll Date

7/24/2015

Member Name(s)		Date Joined	Sales Rep	Membership		Bobbi 5%	
				Category	Price	%	Amount
Club - New Memberships							
Boeckmann Parker	Johannes & Anne Chiang	04/11/15	Bobbi	Auction Upgrade	61,000.00	5.0%	\$ 3,050.00
	Rob & Lindsey	06/15/15	Bobbi	Family Legacy	72,000.00	5.0%	\$ 3,600.00
					\$ 133,000.00		\$ 6,650.00

Hermitage Club
Commission Calculation Worksheet
Payroll Date

7/10/2015

Club- Real Estate

Tejpaul	Brett	06/16/15 Bobbi	Garmisch 501
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Deposit received		Bobbi	
		%	Amount
\$	300,000.00		
Total Commission			
\$	20,000.00	50.0%	\$ 10,000.00
			<u>\$ 10,000.00</u>

Hermitage Club

Commission Calculation Worksheet

Payroll Date 4/3/2015

Member Name(s)		Date Joined	Sales Rep	Membership	
				Category	Price
Club - New Memberships					
Teeson	Jenna Kieley & Nichol	03/20/15	C/S/B	Auction Upgrade	60,500.00
					\$ 60,500.00

Bobbi	
%	Amount
1.3%	\$ 806.47
	<u>\$ 806.47</u>

Hermitage Club
Commission Calculation Worksheet
Payroll Date 3/20/2015

Member Name(s)		Date Joined	Sales Rep	Membership		Bobbi	
				Category	Price	%	Amount
Club - New Memberships							
Getchell	Keith & Elizabeth	02/15/15	C/B	Family Legacy	63,000.00	2.0%	\$ 1,260.00
Smith	Cutter & Stacey	02/22/15	C/S/B	Auction Upgrade	61,000.00	1.3%	\$ 813.13
Kimmel	Jeff & Liat	02/10/15	C/S/B	Auction Upgrade	60,500.00	1.3%	\$ 806.47
Sykes	Macrae & Carisa	02/23/15	C/B	Family Legacy	63,000.00	2.0%	\$ 1,260.00
Jagel	Chris & Chrstina	02/13/15	C/B	Family Legacy	63,000.00	2.0%	\$ 1,260.00
Lane	Joshua & Bernadette	02/15/15	C/B	Family Legacy	63,000.00	2.0%	\$ 1,260.00
					<u>\$ 373,500.00</u>		<u>\$ 6,659.60</u>

The Hermitage Club

Secondary Membership Commission Schedule

Pd upon Application

Pay Date 3/20/2015

Date	Last	First	Sales	\$\$	Total Qty	Bobbi	
2/20/2015	Koral	Joel	C/B	65,000.00	1.0	0.5	500.00
2/25/2015	Kunin	Len	Bobbi	130,000.00	2.0	2	2,000.00
2/25/2015	Bliss	David	C/B	130,000.00	2.0	1	1,000.00
2/25/2015	Colodny	Jeff	C/B	65,000.00	1.0	0.5	500.00
				<u>390,000.00</u>	<u>\$ 6.00</u>		<u>\$ 4,000.00</u>

payable

\$ 10,659.60

Hermitage Club

Commission Calculation Worksheet

Payroll Date

3/6/2015

Member Name(s)		Date	Sales	Membership		Bobbi	
		Joined	Rep	Category	Price	%	Amount
Club - New Memberships							
Tietjen	Derek & Stacey	01/21/15	C/B	Family Legacy	63,000.00	2.0%	\$ 1,260.00
Larkin	John & Rebeccca	02/10/15	C/B	Family Legacy	63,000.00	2.0%	\$ 1,260.00
Esposito	Rebecca & Gerry	02/08/15	C/B	Family Legacy	63,000.00	2.0%	\$ 1,260.00
Jones	Bartow & Lauren	02/14/15	C/S/B	Legacy Guest Upgrade	57,400.00	1.3%	\$ 765.14
Campbell	Scott & Missy	02/11/15	C/S/B	Auction Upgrade	60,500.00	1.3%	\$ 806.47
Kim	Mike & Liz Larsen	02/16/15	C/B	Family Legacy	65,000.00	2.0%	\$ 1,300.00
Klein	David & Elizabeth Wether	02/13/15	C/B	Family Legacy	63,000.00	2.0%	\$ 1,260.00
Wood	Alastair & Alisa	02/03/15	C/B	Family Legacy	65,000.00	2.0%	\$ 1,300.00
Cameron	Seth & Kirtley	02/12/15	C/S/B	Auction Upgrade	60,000.00	1.3%	\$ 799.80
Wallace	Robert & Lori	02/16/15	C/S/B	Auction Upgrade	60,000.00	1.3%	\$ 799.80
Adams	Katie & Chris Brooks	02/16/15	C/S/B	Legacy Guest Upgrade	59,400.00	1.3%	\$ 791.80
Mayer	Robert & Diane	02/01/15	C/B	Family Legacy	65,000.00	2.0%	\$ 1,300.00
Lowe	Jeff & Sam	02/14/15	C/S/B	Auction Upgrade	61,000.00	1.3%	\$ 813.13
Gereghy	Jim & Liz	02/13/15	C/S/B	Auction Upgrade	59,300.00	1.3%	\$ 790.47
Dyer	Greg & Lori	02/07/15	C/S/B/Rod	Auction Upgrade	60,800.00	0.7%	\$ 405.33
Brawer	Meredith & Nicholas	02/14/15	C/S/B	Legacy Guest Upgrade	59,400.00	1.3%	\$ 791.80
Harmon	Sean	02/15/15	C/S/B	Legacy Guest Upgrade	59,400.00	1.3%	\$ 791.80
Tejpaul	Brett & Susan	02/14/15	C/S/B	Auction Upgrade	61,000.00	1.3%	\$ 813.13
Horn	Scott & Jennifer	02/12/15	C/S/B	Family Legacy	63,000.00	1.3%	\$ 839.79
Gewirtz	Greg & Colleen	01/28/15	C/S/B	Legacy Guest Upgrade	59,400.00	1.3%	\$ 791.80
Edwards	Mia & Peter	02/11/15	C/B	Auction Upgrade	61,000.00	2.0%	\$ 1,220.00
					\$ 1,288,600.00		\$ 20,160.27

Hermitage Club

Commission Calculation Worksheet

Payroll Date

2/20/2015

Member Name(s)		Date	Sales	Membership		Bobbi		
		Joined	Rep	Category	Price	%	Amount	
Club - New Memberships								
Meyers	Matthew	02/01/15	C/B/Rich	Real Estate Upgrade	50,000.00	2.0%	\$	1,000.00
Robb	Barbera & Lisa Pacheco	01/30/15	C/S/B	Legacy Guest Upgrade	59,400.00	1.3%	\$	791.98
Biasotti	Chris & Robin	01/25/15	C/B/Rod	Auction Upgrade	61,000.00	1.0%	\$	610.00
Schwartz	Barry & Joy	02/08/15	Rich/B/C	Auction Upgrade	59,000.00	2.0%	\$	1,180.00
Rausch	Devon & Allison	02/07/15	C/S/B	Legacy Guest Upgrade	59,400.00	1.3%	\$	791.80
Mattera	Walter & Anna	02/04/15	C/B	Family Legacy	63,000.00	2.0%	\$	1,260.00
Taylor	David & James Green	02/07/15	C/B	Family Legacy	59,000.00	2.0%	\$	1,180.00
Parent	Gregory & Sara	01/31/15	C/S/B	Auction Upgrade	61,000.00	1.3%	\$	813.13
Kunin	Len & Susan	02/01/15	C/B	Family Legacy	53,000.00	2.0%	\$	1,060.00
					\$ 524,800.00	\$ 8,686.91		